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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

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AZ CORP COMMISSION
Arizona Corporation Commission

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DOCKETED BY

IN THE MATTER OF THE APPLICATION
OF DELLS WATER COMPANY, INC. FOR
APPROVAL OF THE SALE OF ITS ASSETS
AND FOR THE TRANSFER OF ITS
CERTIFICATE OF CONVENIENCE AND
NECESSITY TO ACME WATER, LLC.

DOCKET NO. W-01384A-11-0243
DOCKET NO. W-20809A-11-0243

IN THE MATTER OF THE APPLICATION
OF WILHOIT WATER COMPANY, INC.
FOR APPROVAL OF THE SALE OF ITS
ASSETS AND FOR THE TRANSFER OF ITS
CERTIFICATE OF CONVENIENCE AND
NECESSITY TO ACME WATER, LLC.

DOCKET NO. W-02065A-11-0246
DOCKET NO. W-20809A-11-0246

PROCEDURAL ORDER

BY THE COMMISSION:

On June 16, 2011, Dells Water Company, Inc. ("DWC") and Wilhoit Water Company, Inc. ("WWC") (collectively "the Utilities") each filed with the Arizona Corporation Commission ("Commission") an application for approval of the sale of their assets and the transfer of their Certificates of Convenience and Necessity ("CC&Ns") to ACME Water, LLC ("ACME"). The Utilities each provide water services to various parts of Yavapai County, Arizona, pursuant to their respective CC&Ns.

On July 5, 2011, DWC and WWC each docketed certification that notice of the applications had been mailed and published in their respective CC&N service areas.

On December 16, 2011, the Commission's Utilities Division ("Staff") filed Staff Reports in each docket recommending approval of both DWC's and WWC's application.

On December 23, 2011, DWC and WWC each filed a letter in their respective above-captioned dockets stating the Utilities had no objections to Staff's recommendations and requested that the dockets be consolidated for purposes of hearing. No objections to the Utilities' requests for consolidation of these matters were filed.

1 On January 10, 2012, by Procedural Order, the above-captioned dockets were consolidated.
2 Because both of the applications filed on behalf of DWC and WWC were signed by Mr. Jim West,
3 acting as Manager for both DWC and WWC, the utilities were directed to file documentation from
4 either their attorney or a representative verifying that the applications for the sale of assets and
5 transfer of CC&Ns had been filed on behalf of the Utilities. Further, the timeclock in this matter was
6 suspended.

7 On January 18, 2012, Douglas G. Martin, Esq., filed a Notice of Appearance on behalf of
8 DWC and WWC.

9 On February 13, 2012, by Procedural Order, the matter was set for hearing to begin on April
10 9, 2012, public notice was ordered, and other procedural deadlines were established.

11 On March 22, 2012, Baca Enterprises, L.L.C. dba Lakeside Water Company ("Baca") filed a
12 Motion to Intervene ("Motion") in this proceeding. The Motion stated that Baca is the owner of
13 several parcels of land which include homes that are currently being served by DWC, and that Baca
14 has an interest in the continuation of service to its parcels by DWC if the transfer and sale of assets is
15 completed. No objections to Baca's Motion were filed.

16 On April 2, 2012, a Procedural Order was issued granting Baca intervention in this matter.

17 On April 9, 2012, a full public hearing was held. DWC, WWC, and Staff appeared through
18 counsel. Baca did not appear for the hearing and no members of the public were present to give
19 public comments. At the conclusion of the hearing, Staff was directed to file, by May 11, 2012, a
20 Supplemental Staff Report addressing DWC's and WWC's compliance with previous Commission
21 Decisions and ADEQ requirements. Further, Staff was directed to file any additional
22 recommendations in its Supplemental Staff Report and the Companies were ordered to docket any
23 ADEQ Consent Orders currently in effect.

24 On May 9, 2012, an executed agreement between WWC and Walden Meadows Community
25 Coop, and copies of various ADEQ Consent Orders were docketed.

26 On May 16, 2012, Staff filed a request for an extension of time, until May 22, 2012, to file its
27 Supplemental Staff Report.

28 Given that the ADEQ Consent Orders to be addressed in Staff's Supplemental Staff Report

1 were docketed only two days prior to Staff's deadline, it is appropriate to grant Staff's request for an
2 extension of time until May 22, 2012. Further, it is appropriate to extend the time, until June 8, 2012,
3 for WWC and DWC to file a response to Staff's Supplemental Staff Report.

4 IT IS THEREFORE ORDERED that Staff's request to for an extension of time, until May
5 22, 2012, to file its Supplemental Staff Report is hereby granted.


6 IT IS FURTHER ORDERED that Wilhoit Water Company and/or Dells Water Company
7 may file, by June 8, 2012, a response to Staff's Supplemental Staff Report.

8 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized
9 Communications) applies to this proceeding and shall remain in effect until the Commission's
10 Decision in this matter is final and non-appealable.

11 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
12 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Arizona
13 Supreme Court Rule 42). Representation before the Commission includes the obligation to appear at
14 all hearings, procedural conferences, and Open Meetings for which the matter is scheduled for
15 discussion, unless counsel has previously been granted permission to withdraw by the Administrative
16 Law Judge or Commission.

17 IT IS FURTHER ORDERED that the Presiding Officer may rescind, alter, amend, or waive
18 any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing.

19 DATED this 17th day of May, 2012.
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23 YVETTE B. KINSEY
24 ADMINISTRATIVE LAW JUDGE

25 Copies of the foregoing mailed/delivered
this 17th day of May, 2012 to:

26 Douglas G. Martin
27 MARTIN & BELL, LLC
365 Coronado Road, Suite 200
Phoenix, AZ 85004
28 Attorney for Dells Water Company

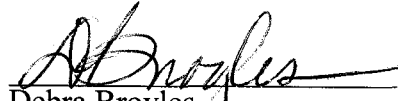
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3 365 East Coronado Road, Suite 200
4 Phoenix, AZ 85004

5 John Badley, Manager
6 BACA ENTERPRISES, L.L.C.
7 dba LAKESIDE WATER CO.
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20 By:

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22 Debra Broyles
23 Secretary to Yvette B. Kinsey
24
25
26
27
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